

*“Exhibit J-2”*

STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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FEDERAL TAX ID NO. 87-0350651

Debtor USA Commercial Mortgage Co., et al.  
Thomas J. Allison 4484 South Pecos Road  
Las Vegas, NV 89121

January 19, 2007  
Invoice No. 357327

For Legal Services Rendered Through November 30, 2006

Matter No. 34585-00002

**Asset Analysis and Recovery**

11/01/06 A Brinkerhoff	1.50	Emails to coordinate efforts to conduct document search (.4); document search for information for T. Allison declaration (1.1).
11/01/06 A Jarvis	2.70	Review changes from J. Milanowski's counsel to escrow instructions, security agreements and draft memo regarding same to client and Diversified Committee.
11/01/06 E Monson	.40	Review documents to determine if information available to include in T. Allison declaration.
11/01/06 E Monson	.40	Further review of order of Plan Harbor and Molton Square loans and follow-up on 7021 Certificates required by Judge.
11/01/06 E Monson	.20	Review Fox Hills loan and bankruptcy filing and review docket to identify pleadings for review.
11/01/06 E Monson	3.00	Work on T. Allison declaration for IP issues.
11/01/06 S Tingey	2.50	Analyze loan documents regarding default interest issues and revise chart (2.5).
11/01/06 S Tingey	.90	Telephone conference with M. Olson regarding Anchor B (0.2); review HFA Clear Lake title update and documents (0.7).

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11/01/06 S Tingey	1.20	Telephone conference with M. Haftl regarding Slade Development (0.2); telephone conference with M. Haftl regarding Anchor B default interest issues (0.2); review question raised regarding effect of loan service agreements on default interest (0.4); obtain information regarding Gateway Stone and communicate with M. Haftl regarding same (0.4).
11/01/06 E Toscano	.20	Review additional correspondence and package of documents from Fidelity National Title on HFAH Clear Lake property.
11/02/06 A Brinkerhoff	4.00	Analysis of documentation and draft paragraphs for T. Allison Declaration dealing with Investment Partners tracing analysis (4.0).
11/02/06 A Jarvis	.20	Correspondence with T. Allison regarding IP.
11/02/06 A Jarvis	.30	Telephone conference with T. Allison regarding IP.
11/02/06 E Monson	3.80	Work on Declaration of Tom Allison relating to IP litigation.
11/02/06 E Monson	.90	Evaluations of various IP transfers.
11/02/06 S Strong	.20	Telephone conference with J. McCarroll regarding Silver Point APA (.2).
11/02/06 S Strong	.40	Telephone conference with J. Atkinson regarding J. Milanowskis latest position on Royal Hotel transaction (0.1); review revised papers from J. Milanowskis counsel and emails from A. W. Jarvis regarding same (0.3).
11/02/06 S Strong	.20	Evaluate need for discussion of IP litigation in disclosure statement (0.2).
11/02/06 S Tingey	3.70	Memo to S. Steele regarding loans requiring additional review for default interest (0.4); review issues of Loan Servicing Agreement and default interest (0.5); review Loan Extension Agreement and effect on default interest (2.1).
11/03/06 A Brinkerhoff	1.70	Work on and draft list of claims for Disclosure Statement of Potential Litigation (1.7).

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11/03/06 A Jarvis	.30	Conference with J. Hermann and M. Levinson regarding IP issues.
11/03/06 A Jarvis	.40	Review documents regarding IP issues.
11/03/06 A Jarvis	.30	Telephone conference with J. Atkinson regarding meeting with J. Milanowski, IP issues.
11/03/06 A Jarvis	.20	Correspondence on IP issues.
11/03/06 S Tingey	2.50	Additional review of Extension Agreement affecting default interest issues and compile and analyze information (2.1); communicate with M. Haftl regarding University Estates (0.4).
11/06/06 A Brinkerhoff	1.30	Preparation of 2004 Examination and schedules (.4); conference with P. Cheng regarding tracing evidence (.9).
11/06/06 E Monson	.20	Review IP issues.
11/06/06 E Toscano	.40	Numerous telephone calls and emails with title companies on the Roripaugh Ranch and Monaco properties.
11/07/06 A Brinkerhoff	.30	Work on 2004 examination preparation.
11/07/06 S Tingey	.70	Revise default interest chart and information and communicate with M. Haftl regarding same (0.5); review updated title report on HFA Monaco (0.2).
11/07/06 E Toscano	.20	Review emails and attachments from Hillary Adams at Fidelity National Title on the Monaco property; forward same to Steve Tingey.
11/08/06 A Brinkerhoff	.20	Review evidence from Mesirow.
11/08/06 S Tingey	.90	Analyze additional default interest issues (0.4); memo to S. Steele regarding same (0.3); telephone conference with M. Haftl regarding BySynergy (0.2).
11/09/06 A Jarvis	.50	Correspondence with Diversified Committee regarding IP issues.

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11/09/06 A Jarvis	.20	Correspondence on security agreements negotiating with IP.
11/09/06 A Jarvis	.20	Correspondence on Royal Hotel.
11/09/06 S Tingey	1.00	Telephone conference with attorney for BySynergy (0.2); memo to M. Haftl regarding same (0.2); review letter from attorney for University Estates (0.1); memo to M. Haftl regarding same (0.2); memo to C. Karides regarding same (0.1); communicate with S. Steele regarding default interest questions (0.2); communicate with M. Haftl and A. Stevens regarding University Estates (0.2).
11/10/06 A Brinkerhoff	1.10	Separate conferences with A. Jarvis and E. Monson regarding J. Milanowski's Motion for Order Authorizing Submission Under Seal (.4); review Milanowski motion and various emails from Creditors Committees regarding motion (.4); draft and send recommendations to deal with motion (.3).
11/10/06 A Jarvis	.40	Telephone conference with R. Charles regarding IP, USA Real Estate.
11/10/06 S Tingey	.70	Review updated title report on BySynergy and memo to M. Haftl regarding same (0.3); review Roripaugh Ranch updated title report (0.2); communicate with USA regarding University Estates issues (0.2).
11/10/06 E Toscano	.10	Follow up with Helen Johnson on the Roripaugh Ranch title matter.
11/13/06 A Brinkerhoff	.40	Review email and comments regarding sealed pleadings (.4).
11/13/06 E Monson	1.20	Meet with Diversified Counsel and financial advisor to discuss IP litigation issues.
11/13/06 S Tingey	1.70	Review questions regarding broker commission and sale of loan (1.1); communicate with M. Haftl regarding BySynergy (0.3); letter to attorney for University Estates regarding interest disbursements on loan and review documents to be produced (0.3).

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11/14/06 A Brinkerhoff	.40	Email communications regarding Milanowski's motion to file pleadings under seal (.4).
11/14/06 E Monson	.30	Draft lengthy e-mail to A. T. Brinkerhoff, S. C. Strong and A. W. Jarvis regarding issues relating to seal motion and IP litigation.
11/14/06 S Tingey	1.00	Additional analysis of broker commission and sale of loans (0.6); review default letter to be sent by Mesirow (0.4).
11/14/06 E Toscano	.30	Review emails and attachments from Kim G. regarding title endorsement; meeting with Kevin Glade to discuss same.
11/15/06 A Brinkerhoff	.30	Follow-up on status of IP recovery efforts (.3).
11/15/06 S Tingey	1.70	Telephone conference with M. Haftl regarding University Estates meeting with borrower (0.2); telephone conference with M. Haftl regarding BySynergy (0.2); draft Motion for Turnover of BySynergy Trust Deed (1.3).
11/16/06 S Cummings	.50	Conference call with Meisrow regarding possible involuntary petition.
11/16/06 S Cummings	.30	Research regarding possible involuntary petition.
11/16/06 S Cummings	.40	Research regarding Diversified's potential claim against IPG.
11/16/06 S Cummings	2.30	Analysis of bona fide dispute issues under 303(b).
11/16/06 E Monson	.20	Review lengthy e-mail from counsel to the Diversified Committee regarding the Hotel Zosa and Sheraton loan.
11/16/06 E Monson	2.00	Review and evaluate numerous other e-mails relating to the Hotel Zosa and the Sheraton loan.
11/16/06 E Monson	.50	Participate in conference call with counsel for Diversified Committee to discuss issues relating to the Hotel Zosa.

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11/16/06 E Monson	.40 Work on obtaining information on pleading involving issues relating to IP (.4).
11/16/06 S Strong	.30 Confer with M. W. Pugsley regarding status of SEC investigation and informal actions regarding IP assets (.3).
11/16/06 S Strong	.20 Confer with S. C. Tingey regarding Sheraton loan and obligation of IP VI for same (.2).
11/16/06 S Tingey	1.80 Obtain information requested by State regarding Sal Roale liens (0.3); analyze issue regarding Marquis Hotel and Royal Hotel sale (1.2); communicate with Reed Smith regarding Estoppel Certificate (0.4); review form of Estoppel Certificate (0.3).
11/17/06 S Cummings	3.00 Continued analysis of bona fide dispute issues for possible involuntary petition.
11/17/06 E Monson	1.30 Conference with M. Pugsley, S. Smith, T. Allison, S. C. Strong, M. Haftl and J. Atkinson regarding various issues relating to issues on Hotel Zosa sale and IP VI issues.
11/17/06 E Monson	1.10 Follow up conference with counsel for the Diversified Fund regarding IP VI issues.
11/17/06 E Monson	1.30 Conference with S. C. Strong regarding issues involving IP VI and sale of Hotel Zosa and review numerous e-mails relating thereto and attached information.
11/17/06 E Monson	.30 Additional conversation with T. Allison, S. Smith and others at Mesirow regarding IP VI issues.
11/17/06 S Strong	.30 Analysis of DTDF Committees current questions and issues concerning debtors interests in IP-related assets (.3).
11/17/06 S Tingey	2.00 Review various estoppel letters and issues (0.8); review default interest letters to be sent to borrowers (1.2).
11/18/06 S Tingey	1.00 Revise default letters for various loans with special circumstances (1.0).



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11/20/06 A Brinkerhoff 3.90 Call from E. Monson regarding calls from D. Griffith (.3); calls to and from D. Griffith regarding J. Milanowski request for documents in locked room (.5); conference with S. Strong and J. Atkinson (.4); email to and from T. Allison regarding Joe's request (.4); further conference with D. Griffith regarding anticipated length of requested search (.3); conference calls with J. Reed regarding keys, availability and alternatives (.3); conferences with D. Griffith regarding keys, possibility of Meserlow locating files (.4); call from J. Reed (.3); email report to E. Monson (.2); email to M. Pugsley (.2); telephone conferences with S. Strong (.3); conferences with E. Monson regarding IP documents in dispute (.3).

11/20/06 S Cummings 2.00 Analysis of whether court approval under 363 is required to pursue an involuntary petition.

11/20/06 E Monson .40 Review of pleadings relating to extraordinary relief.

11/20/06 E Monson 1.00 Review information and e-mails relating to Sheraton loan and IP VI.

11/20/06 S Strong 1.00 Analysis of issues raised by Diversified Committee concerning IP VI entity and potential Marquis payoff (0.3); further analysis of IP VI issues (0.7).

11/20/06 S Strong .60 Confer with A. T. Brinkerhoff regarding documents requested by J. Milanowski (0.4); telephone conference with A. T. Brinkerhoff and J. Reed regarding same (0.2).

11/20/06 S Tingey .70 Revise default interest letters and communicate with USA/Mesirow regarding same (0.7).

11/21/06 A Brinkerhoff 4.40 Numerous conferences and emails with J. Reed regarding Milanowski request for access to locked room (.8); numerous conferences and emails with S. Strong and E. Monson regarding Milanowski request for documents (.8); three



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calls and conferences with D. Griffith (.7); receipt and review 70 pages of Happy Valley documents for privilege (.7); locate materials and transmittal to E. Monson (.4); emails to T. Allison and J. Atkinson and additional conferences with J. Reed regarding production of IP Happy Valley documents to J. Milanowski (.6) call and additional request from D. Griffith for Monday access to locked room and emails to clients (.4).

11/21/06 E Monson	1.10	Preparation for 2004 examinations questions to cover and other possible future course of action (.8); draft e-mails to R. Charles regarding Joint Exam issues (.3).
11/21/06 S Strong	.70	Follow-up on Marquis and Sheraton loan payoff issues (.7).
11/21/06 S Strong	.70	Telephone conference with A. W. Jarvis and E. A. Monson regarding development of evidence to support collection efforts against IP (.7).
11/21/06 S Strong	.50	Confer with A. T. Brinkerhoff regarding IP documents (0.3); telephone conference with J. Reed regarding same (0.1); exchange emails with A. W. Jarvis regarding same (0.1).
11/21/06 S Strong	.10	Evaluation of IP investigative issues (.1).
11/21/06 S Strong	.20	Identify issues to be addressed in R. 2004 examination of J. Milanowski and/or IP (0.2).
11/21/06 S Tingey	.50	Review West Hills/Huntsville bankruptcy pleadings and motion by first lienholders (0.2); revise BySynergy Motion (0.3).
11/22/06 A Brinkerhoff	2.40	Review of draft description of scope of 2004 exam for USAIP (.4); analyze issues relating to 2004 exam of IP (.3); email to counsel regarding language in draft notice (.3); emails and calls to J. Reed and review of unexecuted draft assignment located for J. Milanowski (.5); transmittal of document to legal team and two calls from D. Griffith and emails to J. Reed regarding delivery to J. Milanowski (.9).

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11/22/06 A Jarvis	1.60	Review and respond to correspondence with RQN team regarding 2004 examinations, IP issues.
11/22/06 E Monson	.70	Work on 2004 examination motion and order for USA IP.
11/22/06 E Monson	.30	Draft e-mail to committee counsel and L. Schwartz and J. McPherson regarding 2004 examination and review replies.
11/22/06 E Monson	.20	Analyze procedural issues raised by motion.
11/22/06 E Monson	.30	Draft lengthy e-mail to A. W. Jarvis regarding issues raised by 2004 examination.
11/22/06 E Monson	.50	Review lengthy e-mails from A. W. Jarvis regarding 2004 examination issues and future course of action and send lengthy reply (.5).
11/22/06 E Monson	.20	Send reply e-mail to A. W. Jarvis regarding documents requested by J. Milanowski.
11/22/06 S Strong	.40	Confer with E. A. Monson regarding issues for R. 2004 exam of IP (0.2); review emails from E. A. Monson and committees counsel regarding same (0.2).
11/22/06 S Strong	.50	Telephone conference with C. Owens regarding IP issues (0.2); telephone conference with B. Pugh regarding IP issues (0.2); email to T. Allison regarding meetings with authorities regarding IP issues (0.1).
11/24/06 A Brinkerhoff	1.10	Conference call with A. Jarvis, E. Monson and S. Strong regarding 2004 examinations (1.1).
11/24/06 A Jarvis	.20	Correspondence on IP issues.
11/24/06 A Jarvis	1.10	Conference call with S. C. Strong, E. A. Monson and A. T. Brinkerhoff regarding discovery issues on IP.
11/24/06 A Jarvis	.50	Draft memo to client regarding discovery issues on IP.
11/24/06 E Monson	1.10	Conference with A. W. Jarvis, A. T. Brinkerhoff and S. C. Strong to discuss discovery issues and 2004 examination (1.1).

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11/24/06 S Strong	1.20	Review emails from A. W. Jarvis and T. Allison regarding IP issues (0.1); participate in conference call with A. W. Jarvis, E. A. Monson and A. T. Brinkerhoff regarding planning R. 2004 exams of IP and related persons (1.1).
11/27/06 A Brinkerhoff	2.10	Preparation for 2004 examinations, anticipated obstacles, scheduling.
11/27/06 A Jarvis	.30	Correspondence on IP issues.
11/27/06 A Jarvis	.20	Correspondence on Marquis Hotel.
11/27/06 A Jarvis	.30	Correspondence on IP discovery.
11/27/06 E Monson	.50	Review e-mail from R. Charles and attached draft complaint.
11/27/06 E Monson	.50	Review e-mail from R. Charles and attached draft of 2004 motion of S. Reds and draft e-mail to A. W. Jarvis regarding comments to same.
11/27/06 E Monson	.30	Review title report for Marquis Hotel to see if reference to assignment and assumption of lease.
11/27/06 E Monson	.50	Review e-mails regarding issues relating to Colt Gateway loans.
11/27/06 E Monson	.90	Evaluation of issues relative to 2004 examination and follow up on preparations for noticing of such examinations.
11/27/06 E Monson	2.00	Participate in conference call involving Colt Gateway loans, collection issues and IP issues.
11/27/06 S Strong	.80	Meeting with T. Allison and S. Smith to discuss IP transfers and possible recoveries for Debtors (.8).
11/27/06 S Strong	3.20	Confer with T. Allison regarding issues for todays meeting with C. Owens of Clark County D.A.s office (0.5); participate in meeting with C. Owens and T. Allison regarding IP issues (2.2); further discussions with T. Allison regarding same (0.5).

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11/27/06 S Strong	.50 Confer with T. Allison and M. Olson regarding status of investigations into IP assets and activities (.5).
11/27/06 S Strong	1.40 Participate in telephone conference with T. Allison, S. Smith, J. Atkinson, A. W. Jarvis and E. A. Monson regarding potential R. 2004 exams and other evidence to support recovery of IP assets (1.4).
11/28/06 A Brinkerhoff	2.30 Conference with E. Monson to schedule proposed 2004 examination dates (.4); analyze issues relative to documents in locked room and pending motion for protective orders (.4); review emails and notices to clients and committees regarding proposed 2004 examinations (.5); prepare for 2004 examinations (1.0).
11/28/06 E Monson	.40 Discussions with A. T. Brinkerhoff regarding 2004 examinations.
11/28/06 E Monson	.40 Draft lengthy e-mail to L. Schwartz and J. McPherson regarding 2004 examination and review reply from L. Schwartz.
11/28/06 E Monson	2.80 Work on 2004 examination documents for HMA Sales, USAIP and IP VI.
11/28/06 E Monson	.20 Draft and send e-mail to Mesirow team regarding 2004 examinations and topics to be addressed therein.
11/28/06 E Monson	.30 Discussion with J. Atkinson regarding 2004 examination topics.
11/28/06 E Monson	.20 Draft e-mail to committee counsel regarding 2004 examinations.
11/28/06 E Monson	.30 Review e-mail from R. Charles regarding possible 2004 examination documents involving S. Reale.
11/28/06 E Monson	.20 Follow up on making certain title reports for Colt Properties are in process.
11/28/06 S Strong	.60 Review IP document issues and status (.6).

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11/28/06 S Strong	.60	Review and analysis of evidence regarding potential preference claim against S. Reale (0.4); confer with S. Smith regarding same (0.2).
11/28/06 S Strong	.30	Review draft motions for Rule 2004 examinations of IP-related parties (0.3).
11/28/06 S Tingey	.20	Review information regarding HFA Windham/Asylum negotiations and communicate with Mesirow regarding same (0.2).
11/29/06 A Brinkerhoff	2.60	Review draft 2005 applications and document subpoena descriptions (1.1) review 2004 examination transcript taken regarding USA Commercial Real Estate Group (1.5).
11/29/06 S Cummings	1.40	Review and revision of motion to turn over property.
11/29/06 A Jarvis	.60	Follow-up on IP issues, plan filings.
11/29/06 E Monson	1.40	Work on reviewing, proofing and finalizing 2004 Examination pleadings on HMA, Investors VI and USAIP.
11/29/06 E Monson	.20	Review R. Charles draft of 2004 examination pleadings involving S. Reale.
11/29/06 E Monson	.90	Work on drafting 2004 examination document for J. Milanowski and list of documents to be subpoenaed.
11/29/06 S Tingey	1.00	Revise BySynergy Motion (0.8); memo to M. Haftl regarding same (0.2).
11/29/06 S Tingey	2.70	Draft letter to direct lenders on HFA/Windham/Asylum loan (0.9); draft Motion for approval with HFA Asylum payoff (1.8).
11/30/06 A Brinkerhoff	2.70	Further factual review and preparation for 2004 examinations (.7); review draft 2004 application for examination of J. Milanowski (.4); review Committee email comments on Milanowski application (.4); call from D.

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Griffith regarding Debtor's response to subpoenas (.3); conference with M. Pugsley and conference call back to D. Griffith regarding Debtor's response to subpoenas (.4); preparations for and emails to client regarding conference call to discuss 2004 examinations (.5).

11/30/06 S Cummings	1.60	Continued review and revision of motion to turn over property of the estate.
11/30/06 A Jarvis	.40	Review information on Colt Gateway.
11/30/06 E Monson	.20	Conference call with J. Atkinson and P. Chang regarding 2004 Examination preparations.
11/30/06 E Monson	.50	Work on revising 2004 Examination documents from J. Milanowski and draft e-mails to L. Schwartzer and client regarding same.
11/30/06 E Monson	1.70	Conference with Diversified Committee counsel, S. C. Strong and A. W. Jarvis regarding asset recovery issues.
11/30/06 E Monson	.50	Follow up call with S. C. Strong and A. W. Jarvis regarding asset recovery issues.
11/30/06 E Monson	.50	Participate in additional conference call with T. Allison regarding asset recovery.
11/30/06 E Monson	3.20	Work on reviewing documents in connection with Tree Moss for T. Allison declaration and begin work on declaration.
11/30/06 E Monson	1.30	Gather documents for upcoming 2004 examinations.
11/30/06 S Strong	.40	Evaluate issues concerning potential involuntary cases against IP-related entities (0.4).
11/30/06 S Tingey	1.60	Review question regarding Marquis/EPIC (0.2); memo to P. Chang regarding same (0.2); revise letter to Direct Lenders regarding HFA Asylum loan (0.4); review HFA Asylum Motion (0.7).

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11/30/06 S Tingey	1.30 Review recent BySynergy Motion (0.5); telephone conference with M. Haftl regarding same (0.3); review BySynergy information from J. Herrman and C. Harvick (0.5).
11/30/06 S Tingey	.20 Review information regarding Gateway Stone and claims made by borrower (0.2).
11/30/06 S Tingey	.20 Telephone conference with S. Steele regarding 10-90 loan (0.2).
11/30/06 E Toscano	5.90 Continue making contacts via emails and phone calls to various title companies on the loans being sold (.8); review various title updates and reports from title companies (5.1).

TOTAL FOR LEGAL SERVICES RENDERED

\$39,751.50



*“Exhibit J-3”*

STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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Debtor USA Commercial Mortgage Co., et al.  
Thomas J. Allison 4484 South Pecos Road  
Las Vegas, NV 89121

January 19, 2007  
Invoice No. 357328

For Legal Services Rendered Through November 30, 2006

Matter No. 34585-00003

**Asset Disposition**

11/01/06 A Jarvis	.30 Correspondence on bidder issues.
11/01/06 A Jarvis	.30 Correspondence on conference call with Count of APA.
11/01/06 A Jarvis	.50 Correspondence on title issues, potential bidder inquiries.
11/01/06 A Jarvis	.30 Correspondence on due diligence issues.
11/01/06 D Monson	.20 Review Letter of Credit language and expiration date for earnest money deposit.
11/01/06 E Monson	.40 Discussion with J. Reed and S. Smith regarding J. Milanowski meeting with Racebrook and response thereto (.2); update S. Strong and additional conversation with S. Smith regarding same (.2).
11/01/06 S Strong	.80 Review letter from B. Wilkens of Compass regarding debtors confidentiality agreement with Compass (0.2); exchange emails with B. Fasel regarding same (0.2); draft proposed response of debtors to same (0.3); exchange follow-up emails with B. Fasel regarding same (0.1).

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11/01/06 S Strong	.20 Call from J. Bleakly regarding Auction details and import (.2).
11/01/06 S Strong	.90 Telephone conference with J. Atkinson regarding default interest issues arising under APA (0.3); review relevant APA provisions regarding same (0.6).
11/01/06 S Tingey	1.90 Revise letter of credit language (0.4); various conferences regarding letter of credit issues and communicate with Mesirow and Smith Reed regarding letter of credit (1.5).
11/01/06 G Winger	.90 Review Asset Purchase Agreement (.7); review letter of credit language (.2).
11/01/06 C Hurst	1.30 Facilitate UCC filings and verify mail-in filing requirements for Texas, Nevada, Illinois and Indiana; make revisions to Ocean Atlantic and 6425 Gess UCCs.
11/02/06 A Jarvis	.20 Correspondence on APA, conference with Court.
11/02/06 A Jarvis	.30 Correspondence regarding information requested by potential bidders.
11/02/06 A Jarvis	.30 Telephone conference with S. Smith regarding information on LSAs.
11/02/06 E Monson	.30 Review e-mail from S. C. Strong and conference with J. McCarroll regarding issues relating to APA.
11/02/06 S Strong	.10 Finalize and transmit letter to Compass regarding bidder contacts with borrowers (.1).
11/02/06 S Strong	.30 Telephone conference with J. Reed regarding revisions to Silver Point APA (0.1); analysis of same (0.2).
11/02/06 S Strong	.80 Review revised APA with further edits from C. Karides (0.3); oversee preparation of redlined version of APA; and transmit to J. Reed per his request (0.3); transmit redline to committees for review (0.1); exchange emails with L. Schwartzer regarding schedules to same (0.1).

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11/02/06 S Strong	.10 Exchange emails with A. W. Jarvis and J. Reed regarding confidentiality agreement for another potential bidder (.1).
11/02/06 C Hurst	1.00 Organize and mail UCC packets to Texas, Nevada, Indiana, Illinois and California.
11/03/06 A Jarvis	.60 Conference call with Court on remaining issues with APA.
11/03/06 A Jarvis	.50 Conference call with Silver Point and FTDF Committee regarding negotiations on additional changes to APA.
11/03/06 A Jarvis	.50 Correspondence on APA changes.
11/03/06 E Monson	.30 Participate in portion of conference with Judge Riegle and others regarding APA.
11/03/06 E Monson	1.80 Review bankruptcy code provisions and work on drafting definition sections.
11/03/06 S Strong	.50 Telephone conference with L. Brinton of Highland Capital regarding confidentiality agreement and due diligence process (0.2); review proposed changes to Highland confidentiality agreement (0.2); exchange emails with him regarding same (0.1).
11/03/06 S Strong	.60 Participate in telephonic hearing with J. Riegle regarding certain provisions of proposed APA (.6).
11/03/06 S Strong	.60 Participate in teleconference with professionals of Silver Point, FTDF Committee, and debtors to discuss APA revisions suggested by Court (.6).
11/05/06 A Jarvis	.40 Revise insider definition to APA.
11/05/06 A Jarvis	.30 Telephone conference with J. McCarroll regarding revisions to APA.
11/06/06 A Jarvis	3.90 Conference call with Silver Point and FTDF Committee regarding negotiations on APA.
11/06/06 S Strong	.40 Review revised confidentiality agreement needed for Highland (0.4).

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11/06/06 S Tingey	1.80 Review, outline pre-closing issues under APA.
11/07/06 E Monson	.70 Review revisions to APA agreement and answer e-mails on insider language.
11/07/06 S Strong	.50 Review email from C. Pajak regarding offer from potential purchaser regarding fund member interests (0.1); email to J. Reed regarding confidentiality agreement signed by potential purchaser (0.1); review relevant confidentiality agreement (0.2); email to C. Pajak regarding same (0.1).
11/07/06 S Strong	2.50 Review email from C. Karides and attached revisions to APA (0.3); email to A. W. Jarvis and T. Allison regarding same (0.1); telephone conference with C. Karides regarding modified "insider" language needed for APA (0.2); analyze same (0.1); negotiate revised APA language with C. Karides (1.2); exchange emails with committees counsel regarding same (0.2); telephone conference with E. Karasik and C. Pajak regarding same (0.2); oversee filing of revised APA with exhibits (0.2).
11/07/06 S Tingey	1.10 Analyze APA loan servicing issues (1.1).
11/08/06 A Jarvis	.70 Telephone conference with potential bidder regarding due diligence questions.
11/08/06 A Jarvis	.60 Telephone conference with client regarding APA, Colt and Wyndham loans.
11/08/06 A Jarvis	.50 Conference call with potential bidder regarding due diligence questions.
11/08/06 A Jarvis	.20 Correspondence on bid procedures order.
11/08/06 A Jarvis	.30 Correspondence with potential bidder.
11/08/06 E Monson	.20 Locate and send copy of side letter on APA to Bill Fasel.
11/08/06 S Strong	.30 Exchange various emails with A. W. Jarvis, L. Schwartzer, and E. Karasik regarding entry of order approving bid procedures and setting Auction hearing (.3).

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11/09/06 A Jarvis	.20 Telephone conference with T. Allison regarding issues on APA.
11/09/06 A Jarvis	.20 Correspondence on APA.
11/09/06 A Jarvis	.30 Correspondence with J. Reed regarding due diligence issues for potential bidders.
11/09/06 S Strong	.30 Telephone conference with Don of The Mortgage Market regarding auction process and assets for sale (.3).
11/09/06 S Strong	.30 Review proposed revisions from Commercial Funding to confidentiality agreement (0.2); email to J. Reed regarding same (0.1).
11/09/06 S Strong	.40 Review bid procedures order and related documents (0.2); exchange emails with J. Reed regarding SPs deposit and Notice of Auction issues (0.2).
11/10/06 K Glade	1.70 E-mail from D. Cica regarding closing issues on Silver Point APA (0.2); telephone conference call with D. Cica and Christine Pajak, D. Monson and S. Tingey regarding closing checklist items on Silver Point APA including notices to borrower and title work and loan servicing information (1.5).
11/10/06 A Jarvis	.20 Telephone conference with R. Charles, J. Atkinson and M. Levinson regarding new joint offer with IP.
11/10/06 A Jarvis	.20 Correspondence with client regarding potential bidder issues.
11/10/06 A Jarvis	.30 Correspondence on new joint offer from IP.
11/10/06 D Monson	1.00 Conference with Dawn Cica, Christine Pajak, SCT and KGG on preparations for closing issues (0.7); review Asset Purchase Agreement and lists of closing issues (0.3).
11/10/06 D Monson	.30 Review title company endorsements and other closing issues (0.2).
11/10/06 E Monson	.90 Review e-mails relating to Racebrook and IP offer and review actual term sheet.

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11/10/06 S Strong .60 Review voice messages from J. McCarroll regarding regulatory issues concerning asset sale (0.1); email to A. W. Jarvis regarding same (0.1); review information regarding Nevada counsel for SP (0.3); telephone conference with B. Fasel regarding same (0.1).

11/10/06 S Strong .70 Voice message to potential bidder regarding confidentiality agreement (0.1); telephone conference with F. Buebel regarding same (0.2); edit proposed confidentiality agreement changes requested by potential bidder (0.3); email to F. Buebel regarding same (0.1).

11/10/06 S Strong .30 Telephone conference with J. Reed regarding proposed bidders and notice of auction to distribution to same.

11/10/06 S Tingey 1.90 Revise communication with C. Karides regarding University Estates (0.2); review correspondence from Reed Smith regarding due diligence and closing matters (0.3); conference call with Dawn Cica, Christine Pajek, K. G. Glade, D. M. Monson regarding pre-closing issues (0.9); outline pre-closing issue and assigned tasks (0.5).

11/11/06 A Jarvis .40 Correspondence regarding Racebrook proposal.

11/11/06 S Strong 1.10 Review and analysis of alternative asset purchase proposal from Racebrook (0.8); review and analysis of emails from M. Levinson and R. Charles regarding same (0.3).

11/11/06 S Tingey .50 Outline pre-closing tables and assignment and memo (0.5).

11/13/06 K Glade 1.30 E-mail from S. Tingey regarding list of closing items on Silver Point APA (0.2); telephone calls with First American regarding form of assignment endorsements and review proposed CLTA 104 and ALTA 10 forms (0.9); review regarding title endorsement form for Silver Point APA (0.2).

11/13/06 A Jarvis 2.00 Meet with Silver Point and prepare closing agenda.



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11/13/06 D Monson	.30 Review closing issues for Asset Purchase Agreement.
11/13/06 S Strong	.80 Work on revised confidentiality agreement for potential bidder (0.4); exchange emails with F. Buebel regarding same (0.2); review and edit her proposed alternative language regarding same (0.2).
11/13/06 S Tingey	1.10 Draft memo to Mesirov regarding closing tasks and assignments.
11/14/06 K Glade	1.80 Review sample of Borrower's Notice to be sent under Silver Point APA (0.3); telephone calls and e-mails with J. Oriti regarding title policies on FTDF portfolio (0.6); review title policies (0.9).
11/14/06 A Jarvis	1.10 Telephone conference with B. Fasel and J. Reed regarding bidder questions; telephone conference with bidders regarding due diligence, bidding questions.
11/15/06 K Glade	1.80 Revise form of borrower notice to be used for Silver Point under APA (1.1); e-mail to bankruptcy team to revisions (0.3); review Silver Point APA regarding list of deliverables for escrow and closing (0.4).
11/15/06 A Jarvis	.30 Correspondence on Silver Point issues under APA.
11/15/06 B Kotter	.60 Work on notice of action and related service.
11/15/06 D Monson	.50 Review e-mail from C. Pajak and form of Borrower Estoppel Certificate (0.2); review e-mail from AWJ on Borrower Estoppel Certificate (0.1); review revisions to Borrower Estoppel Certificate and S. Strong e-mail (0.2).
11/15/06 S Strong	1.10 Review proposed borrower estoppel letter and analysis of issues raised therein (0.5); telephone conference with B. Fasel regarding same (0.2); telephone conference with J. McCarroll regarding same (0.2); review emails from K. G. Glade and S. C. Tingey regarding same (0.2).

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11/15/06 S Strong .30 Review proposed edits to confidentiality agreement from another potential bidder (0.2); exchange emails with J. Reed regarding same (0.1).

11/15/06 S Strong .70 Telephone conference with J. Reed regarding revised APA and comparison versions (0.2); work on comparison versions of various filed APAs per Mesirov request (0.4); emails to J. Reed and B. Fasel regarding same (0.1).

11/15/06 S Strong .50 Work on certificate of service regarding Notice of Auction transmitted to potential interested bidders (0.4); telephone conference with J. Reed regarding same (0.1).

11/15/06 S Tingey 1.90 Review issues regarding borrower estoppel motion under APA (1.3); conference call with S. C. Strong and B. Fassil regarding same (0.2); revise estoppel letter (0.4).

11/16/06 K Glade 3.80 Review updated sample of borrower notice on Silver Point APA and make revisions (0.8); e-mail to FTDF Committee Council regarding changes to borrower notice (0.3); e-mail to M. Haftl regarding status of borrower notices (0.3); conference calls with Reed Smith and FTDF Committee Council regarding borrower notices (1.3); e-mail to Reed Smith regarding servicing fee schedule required by Silver Point APA (0.3); e-mail to Silver Point regarding additional issues on borrower notices (0.6); e-mail to M. Stone regarding title compay information for endorsement required by Silver Point (0.2).

11/16/06 B Kotter 2.10 Revise Notice of Action for filing with Court (.9); phone call with J. McPherson regarding filing (.3); draft certificate of service (.5); e-mail to local counsel with filing instructions (.2); respond to e-mail and forward to J. Reed for signature (.2).

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- 11/16/06 D Monson .60 Review Estoppel Certificates to Borrowers for closing (0.2); phone call from C. Pajak on Borrower Estoppel Certificates (0.1); phone conference with J. McCarroll, C. Pajak, D. Cica, K. Glade and S. Tingey on Borrower Estoppel Certificates for closing (0.3).
- 11/16/06 S Strong .40 Review email from C. Pajak regarding distribution of Notice of Auction (0.1); review status of certificate of service regarding same (0.1); exchange emails with B. J. Kotter and J. Reed regarding same (0.1); email to C. Pajak regarding same (0.1).
- 11/16/06 S Strong .40 Exchange emails with K. G. Glade regarding comments to borrower estoppel letter (0.1); telephone conference with J. McCarroll regarding same (0.2); email to K. G. Glade, S. C. Tingey, and B. Fasel regarding same (0.1).
- 11/17/06 K Glade 5.40 E-mail to M. Stone regarding title company information needed for title endorsements under Silver Point agreement (0.3); review chart of information to be included in borrower notices under Silver Point agreement (1.1); telephone call with Reed Smith to discuss borrower notice (0.3); telephone call with A. Stevens regarding review of information for borrower notice (0.3); e-mail with M. Haftl regarding borrower notices effect on default letters (0.2); e-mail with Mesirow regarding balance information on borrower notices (0.3); review updated spreadsheet on FTDF portfolio for borrower notices (0.3); review sample borrower notices with related e-mails to D. Cica and C. Pajak (0.5); e-mail to Reed Santz and FTDF counsel regarding Mesirow review of borrower notices (0.4); review Arapahoe and Amesbury notices (0.4); review additional borrower notices (0.8); e-mail to D. Circa regarding review of borrower notices by Mesirow (0.2); e-mails with A. Stevens and J. Reed regarding Mesirow review of borrower notices.

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- 11/17/06 D Monson      1.30 Review revisions to Borrower Estoppel Notices and e-mails from D. Cica, C. Pajak, and J. McCarroll and K. Glade on revisions and timing to send out Notices (0.3); review K. Glade e-mail to M. Stone on title company contacts for title endorsements for closing transfers (0.1); review spreadsheet of financial information for Borrower Estoppel Notices and e-mail to K. Glade and Mesirow on corrections for Meadow Creek Loan and Palm Harbor Loan (0.4); phone call from A. Stevens and J. Reed on status of Borrower Estoppel Notices (0.1); review and respond to S. Tingey e-mail on conference call to discuss closing issues and timing (0.1); review M. Olson e-mail on Borrower Estoppel Notices (0.1); review Borrower Estoppel Notice and extension fees (0.2).
- 11/17/06 S Strong      .70 Analyze proposed estoppel letters to borrowers (0.1); review issues regarding same (0.4); exchange emails with K. G. Glade and D. Cica regarding same (0.2).
- 11/20/06 K Glade      7.00 Review and organize draft of borrower notices prepared by counsel to FTDF for the Silver Point APA (2.0); conferences with S. Tingey and D. Monson regarding borrowers notice and suggested revisions (0.6); e-mail to Reed Smith regarding conference call for borrower notice issues (0.2); prepare for and participate in conference call with Mesirow to discuss Silver Point closing items (0.8); prepare mailing information for borrower notices (0.6); prepare for and participate in conference call with Reed Smith to discuss borrower notice issues on Silver Point APA (1.6); e-mails regarding revisions to form of notice (0.3); conferences regarding updated payoff numbers for FTDF portfolio (0.4); call with J. McCarroll regarding form of borrowers' notice (0.3); e-mail to D. Cica regarding updated drafts of borrower notices (0.2).

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- 11/20/06 E Monson .20 Review e-mail from S. C. Strong regarding litigation schedule to APA and conference call with Silver Point regarding same and send reply.
- 11/20/06 S Strong 1.40 Review email and voice message from J. McCarroll regarding status of borrower estoppel letters under APA (0.1); confer with K. G. Glade regarding same (0.1); telephone conference with J. Reed regarding same (0.1); email to M. Haftl regarding same (0.1); exchange emails with J. McCarroll regarding same (0.1); participate in conference call with lawyers for SP, FTDC, and debtors regarding borrower estoppel letters and other outstanding issues under APA (0.9).
- 11/20/06 S Strong .30 Telephone conference with J. Reed and RQN team regarding other open issues under the Silver Point APA (.3).
- 11/20/06 S Strong .30 Analyze questions raised by SP regarding litigation schedules in APA (0.1); review litigation schedules (0.2).
- 11/20/06 S Strong .90 Review email from S. Smith regarding July figures for borrower estoppel letters (0.1); confer with K. G. Glade and D. M. Monson regarding same (0.2); telephone conference with S. Smith regarding same (0.2); telephone conference with J. McCarroll regarding same (0.2); email to J. McCarroll with information regarding same (0.2).
- 11/20/06 S Tingey 3.80 Conference with D. M. Monson and K. G. Glade regarding estoppel letter issues (0.5); conference call with J. Reed, K. G. Glade, D. M. Monson, S. C. Strong regarding estoppel letter issues (0.4); conference with M. Haftl, J. Reed, S. Smith, J. Atkins, K. G. Glade and D. M. Monson regarding APA issues (0.7); revise estoppel certificate and communicate with Silverpoint regarding same (0.4) review APA issues (0.5); conference call with Silverpoint and Mesirow regarding APA issues (1.3).

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11/21/06 K Glade 7.70 Conference call with Reed Smith to discuss borrower notices under APA (.3); draft and revise borrower notices on First Trust Deed Fund portfolio (5.2); telephone calls with J. Reed regarding status of borrowers notice (0.3); e-mails with S. Smith regarding payroll information on Del Valle Livingston, Palm Harbor and Bay Pampano (0.4); work on logistics of mailing notice (0.9); e-mails regarding issue of notices being sent to bankrupt borrowers (0.3) telephone calls with Dawn Cica regarding ISSC and Del Valle Livingston notices (0.3).

11/21/06 K Glade .50 Review explanation of Hasley Canyon payoff transaction.

11/21/06 A Jarvis .20 Conference call with T. Allison regarding bidders, solicitation issues.

11/21/06 A Jarvis .70 Conference call with B. Fasel, T. Allison and potential bidder regarding parameters of auction, plan and auction issues.

11/21/06 A Jarvis .50 Review and respond to correspondence on SP APA issues.

11/21/06 R Madsen, II 1.60 Preparation of conference call, including collection of information with respect to pending litigation; conference call with Michael Haftl, E. A. Monson, Leonard Schwartz, and Barbara Hagar with respect to litigation pending against USA Commercial Mortgage.

11/21/06 R Madsen, II .70 Research to obtain information, including copies of the applicable pleadings, with respect to the Botaba Realty Co. v. USA Commercial Mortgage litigation.



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11/21/06 D Monson	4.90 Revisions to Borrower Estoppel Notices (3.8); conference with J. McCarroll, K. Glade, S. Tingey and S. Strong on finalizing Borrower Estoppel Notices (0.3); e-mail to J. McCarroll and C. Pajak on Borrower Estoppel Notices for West Hills and Fox Hills 216 Loans, review e-mail responses, and discuss with S. Strong, K. Glade and S. Tingey (0.5); provide directions to staff members on sending of Borrower Estoppel Notices (0.3).
11/21/06 E Monson	1.00 Conference with B. Hager, L. Schwartz, M. Haftl and R. Madsen regarding litigation schedule to APA (.9); send e-mail to B. Hager (.1).
11/21/06 S Strong	.90 Telephone conference with J. McCarroll and M. Cashman regarding borrower letters (0.2); further analysis of issues raised regarding borrower letters (0.5); telephone conference with J. McCarroll, K. G. Glade and D. M. Monson regarding same (0.2).
11/21/06 S Strong	.70 Telephone conference with A. W. Jarvis and Mesirow team regarding due diligence issues raised by potential bidders (.7).
11/21/06 S Strong	.50 Exchange emails with Reed Smith attorney regarding litigation schedules to APA and call today to discuss same (0.1); review litigation schedules to APA (0.3); email to L. Schwartz regarding same (0.1).
11/21/06 S Tingey	6.90 Telephone conference with J. McCarroll, M. Tashman, S. C. Strong and K. G. Glade regarding estoppel certificate issues (0.2); review estoppel certificates for mailing and coordinate with Mesirow for final drafting and mailing (6.7).
11/21/06 A Hansen	3.00 Assist with large mailing project.



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- 11/22/06 K Glade 1.70 Prepare borrower notices sent pursuant to Silver Point APA for distribution to Mesirow and Silver Point (0.6); related e-mail to Mesirow and Reed Smith (0.4); review delivery information on borrower notices (0.2); work on title endorsement issue (0.2); telephone call with M. Stone at USA regarding title company information for request of title updates (0.3).
- 11/22/06 R Madsen, II 1.10 Communications with Kimberly Fearing, paralegal with Scott & Kraus, LLC, counsel to Botaba Realty, with respect to request for copies of litigation pleadings; e-mail receipt of various pleadings in the Botaba litigation.
- 11/22/06 S Strong .40 Review email from J. McCarroll regarding borrower statements mailed yesterday (0.1); email to K. G. Glade regarding same (0.1); voice message to S. C. Tingey regarding same (0.1); review email from K. G. Glade to J. McCarroll regarding same (0.1).
- 11/22/06 S Tingey .40 Communicate with Reed Smith regarding APA issues (0.4).
- 11/22/06 S Tingey .30 Telephone conference with J. Reed regarding default information to be provided to bidders (0.3).
- 11/24/06 D Monson .10 Review D. Cica e-mail on status of Borrower Estoppel Certificates.
- 11/24/06 D Monson .10 Review forms of Allonge and Assignment of Interests in Notes and Trust Deeds.
- 11/24/06 S Tingey 1.50 Draft allonges and assignments of trust deed for First Trust Deed loans (1.5).
- 11/27/06 K Glade 6.40 Make contact with several title companies regarding update by Silver Point APA (3.5); review information regarding borrower notice address issues (0.9); prepare for and participate in conference call with Reed Smith to discuss APA closing and documentation issues (1.0); draft letter of credit language for bidder deposit with related e-mails to J. Reed at Mesirow (1.0).